

LEASE EXTENSION

State: Texas

County: Tarrant

Lease No.: TX.118.0573.00

Owner: THOMAS A SPENCER REVOCABLE TRUST

Address: 1100 WAYLAND DR

City/State/Zip: ARLINGTON, TX 76012

**Operator: TITAN OPERATING, LLC
111 W. 4TH STREET, SUITE 300
FORT WORTH, TX 76102**

This Lease Extension (the "Agreement") is between Owner and Operator, both named above.

Owner is the present owner of all or an undivided interest in and to the rights, title and interests of the Lessor in the Oil and Gas Lease described, and Operator is the present owner of all of Lessee's rights, title and interests in and to the Oil and Gas Lease (the "Lease") dated 7/25/2008, with Memorandum of Oil and Gas Lease recorded as Instrument No. D208396468 of the Records of Tarrant County, Texas. Reference is made to the recorded Memorandum for a full description of the lands it covers and for all other purposes.

It is the mutual desire of Owner and Operator to amend the Lease to extend the primary term of the Lease as provided for in this Agreement.

For and in consideration of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are acknowledged by Owner, the primary term of Two (2) years stated in Memorandum of the Lease is deleted and in lieu of that statement there is substituted the words and figure "Three (3) years," extending the primary term of the Lease to 7/25/2011.

Except as amended by this Agreement, the Lease shall remain unchanged and for the consideration paid by Operator and received by Owner: (a) Owner and Operator ratify, confirm, and adopt the Lease as amended and acknowledge that it is valid, subsisting, in full force and effect; and, (b) Owner grants, leases and lets the lands described in the Lease to Operator, its successors, sublessees and assigns, on all the terms and provisions of the Lease as amended by this Agreement.

This Agreement is binding on and shall inure to the benefit of the respective heirs, successors, legal representatives, sublessees or assigns of Owner and Operator. It is executed by Owner and Operator as of the date of the acknowledgment of their signatures below.

OWNER

THOMAS A SPENCER REVOCABLE
TRUSTBy: Thomas A. Spencer
Trustee

OPERATOR

TITAN OPERATING, LLC

By: William B. Ford
William B. Ford
Vice President, LandSTATE OF TEXAS
COUNTY OF TARRANT

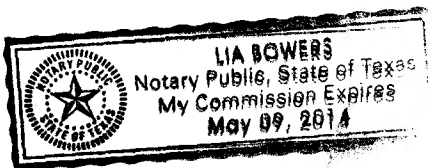
This instrument was acknowledged before me on the 11th day of July, 2010
by Thomas A. Spencer, as Trustee for the Thomas A
Spencer Revocable Trust.

Paula Lynn Henderson
Notary Public in and for the State of Texas

Printed Name: Paula Lynn Henderson
Commission Expires: April 13, 2013

STATE OF TEXAS
COUNTY OF TARRANT

This instrument was acknowledged before me on the 3rd day of June, 2010
by William B. Ford, Vice President, Land of Titan Operating, LLC, a Texas limited liability
company, on behalf of said limited liability company.

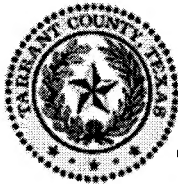


Lia Bowers
Notary Public in and for the State of _____
Printed Name: _____
Commission Expires: _____

RETURN TO: Titan Operating, LLC
111 W. 4th St., 3rd Floor
Fort Worth, TX 76102

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

TITAN OPERATION LLC
111 W 4TH ST 3RD FLOOR
FT WORTH, TX 76102

Submitter: TITAN OPERATION LLC

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 7/27/2010 11:44 AM

Instrument #: D210180525

LSE

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PGS

\$20.00

By: _____

A handwritten signature in cursive script, appearing to read "Suzanne Henderson", is written over a horizontal line.

D210180525

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: CAMADDOCK